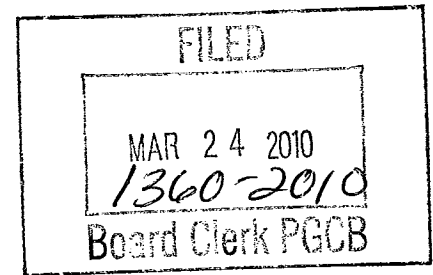


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PENNSYLVANIA GAMING CONTROL BOARD
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**COMMONWEALTH OF PENNSYLVANIA
BEFORE THE PENNSYLVANIA GAMING CONTROL BOARD**

**IN RE: PETITION OF HOLDINGS
ACQUISITION CO, L.P. FOR
AUTHORIZATION TO OPERATE TABLE
GAMES**

DOCKET NO. F-1361

**PETITION OF HOLDINGS ACQUISITION CO, L.P. FOR AUTHORIZATION TO
CONDUCT TABLE GAMES PURSUANT TO 4 Pa. C.S. §1312A(a)**

Holdings Acquisition Co, L.P., d/b/a Rivers Casino (hereinafter "Rivers"), a Category 2 Slot Machine licensee, with a principal place of business at 777 Casino Drive, Pittsburgh, Pennsylvania, by and through its attorneys, Levine, Staller, Sklar, Chan, Brown & Donnelly, P.A., by way of petition to the Pennsylvania Gaming Control Board (hereinafter "Board"), and submits this Petition pursuant to Section 1312A of the Pennsylvania Race Horse Development and Gaming Act ("Gaming Act") and states:

1. Rivers is the holder of a Category 2 Slot Machine Operator License, License No. F-1361.
2. Pursuant to Section 1311A of the Gaming Act, the Board is authorized to permit a slot machine licensee to operate table games at its licensed facility.

(R)

3. Section 1312A(b) of the Gaming Act requires a petitioner seeking authorization to conduct table games to address certain matters all of which are addressed as follows:

- a. The name, business address and contact information of the Petitioner is set forth in **Appendix 1**. See 4 Pa. C.S. §1312A(b)(1).
- b. The name and business address, job title and a photograph of each principal and key employee of the petitioner who will be involved in the conduct of table games and who is not currently licensed by the Board, if known, is set forth in **Appendix 2**. See 4 Pa. C.S. §1312A(b)(2)
- c. An itemized list of the number of gaming tables and types of table games for which authorization is being sought is set forth in **Appendix 3**. See 4 Pa. C.S. §1312A(b)(3).
- d. The estimated number of full-time and part-time employment positions that will be created at the licensed facility if table games are authorized and an updated hiring plan pursuant to Section 1510(a) (relating to labor hiring preferences) which outlines the petitioner's plan to promote the representation of diverse groups and Commonwealth residents in the employment positions is set forth in **Appendix 4**. See 4 Pa. C.S. §1312A(b)(4).
- e. A brief description of the economic benefits expected to be realized by the Commonwealth, its municipalities and its residents if table games are authorized at the petitioner's licensed facility is set forth in **Appendix 5**. See 4 Pa. C.S. §1312A(b)(5).

- f. The details of any financing obtained or that will be obtained to fund an expansion or modification of the licensed facility to accommodate table games and to otherwise fund the cost of commencing table game operations is set forth in **Appendix 6**. See 4 Pa. C.S. §1312A(b)(6)
- g. Information and documentation concerning financial background and resources, as the Board may require, to establish by clear and convincing evidence the financial stability, integrity and responsibility of the petitioner is set forth in **Appendix 7**. See 4 Pa. C.S. §1312A(b)(7).
- h. Information and documentation, as the Board may require, to establish by clear and convincing evidence that the petitioner has sufficient business ability and experience to create and maintain a successful table game operation. In making this determination, the Board may consider the results of the petitioner's slot machine operation, including financial information, employment data and capital investment is set forth in **Appendix 8**. See 4 Pa. C.S. §1312A(b)(8).
- i. Information and documentation, as the Board may require, to establish by clear and convincing evidence that the petitioner has or will have the financial ability to pay the authorization fee under section 1361A (relating to table game authorization fee) is set forth in **Appendix 9**. See 4 Pa. C.S. §1312A(b)(9).
- j. Detailed site plans identifying the petitioner's proposed table game area within the licensed facility are set forth in **Appendix 10**. See 4 Pa. C.S. §1312A(b)(10)

k. If the petitioner is a Category 1 or Category 2 slot machine licensee, a waiver, on a form prescribed by the Board which is signed by the petitioner and acknowledged by each of the petitioner's principals, of the following rights arising as a result of an amendment or addition to this part that took effect at the same time as the effective date of this section:

- i. The petitioner's right under section 1209(f) (relating to slot machine license fee) or under any contract executed by the applicant and the department under section 1209(c) to receive the return of any portion of the slot machine license fee paid by the petitioner for its slot machine license; and
- ii. The petitioner's right, if any, to sue for the return of any portion of the slot machine license fee paid by the petitioner for its slot machine license.

Attached hereto at **Appendix 11** is the executed waiver. See 4 Pa. C.S. §1312A(b)(11).

l. Other information as the Board may require pursuant to 4 Pa. C.S. §1312A(b)(12):

- i. A description of the licensee's plan to provide training and instruction, or equivalent, for personnel that will be involved in table games is set forth in **Appendix 12**.
- ii. Total anticipated investment by the licensee associated with table games (construction, renovations, etc.) and an estimate of

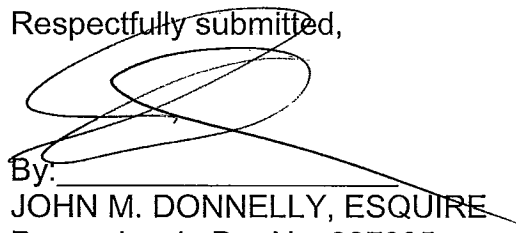
the number of construction jobs involved is set forth in
Appendix 13.

4. Based on the information contained herein and in the attached Appendices, and pursuant to 4 Pa. C.S. §1312A(a), Rivers requests approval from the Board to conduct table games at its licensed facility.

WHEREFORE, Rivers respectfully requests the Board to grant this Petition and authorize Rivers to conduct table games at its licensed facility.

Respectfully submitted,

DATED: March 12, 2010


By: _____
JOHN M. DONNELLY, ESQUIRE
Pennsylvania Bar No. 207085
MICHAEL D. SKLAR, ESQUIRE
Pennsylvania Bar No. 76843

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Attorneys for Petitioner
Holdings Acquisition Co, L.P.

Appendix 1.

The name, business address and contact information of the Petitioner

(4 Pa. C.S. §1312A(b)(1)).

Petitioner: Holdings Acquisition Co, L.P.
Category 2 Slot Operator License Number

Business Address: 777 Casino Drive
Pittsburgh, PA

Contact Information: Todd Moyer
General Manager
Rivers Casino
777 Casino Drive
Pittsburgh, PA
Phone: 412-231-7777

Michael Sklar, Esquire
John M. Donnelly, Esquire
Gaming Counsel
Levine, Staller, Sklar, Chan, Brown & Donnelly, P.A.
3030 Atlantic Avenue
Atlantic City, NJ 08401
Phone: 609-348-1300

Appendix 2.

The name and business address, job title and a photograph of each principal and key employee of the petitioner who will be involved in the conduct of table games and who is not currently licensed by the Board, if known. (4 Pa. C.S. §1312A(b)(2)).

Todd Moyer
General Manager
777 Casino Drive
Pittsburgh, PA

Corey Plummer
Vice President, Gaming
777 Casino Drive
Pittsburgh, PA

Temporary credentials have been issued by the Board for Mr. Moyer and Mr. Plummer.



TODD MOYER



COREY PLUMMER

Appendix 3.

An itemized list of the number of gaming tables and types of table games for which authorization is being sought. (4 Pa. C.S. §1312A(b)(3)).

<u>Game Type</u>	<u># Games</u>
Poker	24
Blackjack	42
Craps	6
Roulette	3
Three Card Poker	3
Mini Baccarat	2
Pai Gow Poker	2
Texas Hold'em Bonus	3
Big 6	1
	<hr/>
Total	86

Appendix 4.

The estimated number of full-time and part-time employment positions that will be created at the licensed facility if table games are authorized and an updated hiring plan pursuant to Section 1510(a) (relating to labor hiring preferences) which outlines the petitioner's plan to promote the representation of diverse groups and Commonwealth residents in the employment positions. (4 Pa. C.S. §1312A(b)(4)).

1. It is anticipated that Rivers will hire an additional 309 full-time and 149 part-time team members if table games are authorized at its Casino by the Board. Attached as Exhibit 4A is a breakdown of the anticipated new hires by department and position.

2. Attached as Exhibit 4B is an updated Table Games Hiring Plan 2010, which outlines Rivers' plan to promote diversity and Commonwealth resident employment.

Exhibit 4A

Exhibit 4A

Rivers Casino Anticipated Employment Related to Table Games

Department / Position

Beverage
Servers

Casino Credit
Credit Clerks
Credit Supervisor

Finance
Cashiers
Cashier Supervisor
Casino Auditor

Human Resources
Coordinators

Information Technology
Support Specialists

Security
Security Officers

Surveillance
Surveillance Agents

Table Games
Dealers
Supervisors
Managers

TOTAL

458

Exhibit 4B



Table Games Hiring Plan 2010



TABLE GAMES HIRING PLAN

INTRODUCTION

Rivers Casino is an exciting, world-class entertainment facility along Pittsburgh's North Shore. Rivers Casino is a business that remains open 24 hours a day, 365 days per year and we do not view nights, weekends and holidays differently than any other shift or day of the week as we will need Team Members to be flexible in order to fill all shifts (day, swing and grave).

As a result of the recent approval for Table Games, Rivers Casino will have the need to recruit for a significant amount of new table game related positions, vacant positions as a result of internal transfers and promotions to table games, and some increases to currently established positions.

Recruiting efforts will be made to fill entry-level, supervisory and management level positions. The hiring timeframe will vary by position based on the level of position requirements and years of requested experience. The Pennsylvania Gaming Control Boards licensing process will also be a factor determining the actual start date versus the date the position was offered.

JOB POSTINGS

- Our career opportunities created as a result of the expanded operation will be posted on our company web-site with a description of the position responsibilities and requirements.

HOW TO APPLY

All applicants will be required to visit the employment section of the Rivers Casino website (www.theriverscasino.com) in order to complete and submit an online applicant.

Because we understand that not every applicant has access to a home computer, Rivers Casino has secured other locations in order to help assist applicants with the online application process. These locations include, but are not limited to, the following:

- NorthSide Leadership Conference (Neighborhood Employment Center)
- North Shore Community Alliance (Workforce Development Program)
- PA Career Link Downtown Pittsburgh Career Development Center
- Urban League of Pittsburgh

RECRUITING PRACTICES

Rivers Casino is committed to building and nurturing a diverse work environment, and is committed to equal employment opportunity and participation by a diverse group of Team Members in all employment classifications throughout the organization. As part of the Rivers Casino's commitment to





equal opportunity employment, a Diversity Plan has been established and approved by the Pennsylvania Gaming Control Board which is attached hereto as Appendix – A.

It is the policy of Rivers Casino to employ qualified people without regard to race, color, gender, national origin, ancestry, age, citizenship status, disability, military or veteran status, marital status, religion, sexual orientation, place of birth, gender identity or expression, familial status, use of a guide or support animal because of blindness, deafness or physical disability, and any other category protected under federal, state, or local law. This basic policy of non-discrimination applies to all aspects of employment, including but not limited to recruitment, hiring, transfer, promotion, corrective action, compensation and discharge. In addition, Rivers Casino prohibits any type of retaliation.

Rivers Casino will make reasonable accommodations for qualified individuals with known disabilities unless doing so would result in an undue hardship. This policy governs all aspects of employment, including selection, job assignment, promotion, compensation, discipline, termination, and access to benefits and training.

Rivers Casino will continue to utilize our local community partners in an effort to continue to hire candidates from the local area neighborhoods, City of Pittsburgh, Allegheny and surrounding counties as further described in our Diversity Plan. Some of these agencies include, but are not limited to, the following:

- **The Northside Leadership Conference** - The Northside Leadership Conference is a coalition of Northside community-based organizations, committed to addressing mutual concerns through a united approach in order to promote and enhance the vitality, quality of life and image of Pittsburgh's Northside.
- **Urban League of Greater Pittsburgh** - The mission of the Urban League movement is to enable African Americans to secure economic self-reliance, parity and power, and civil rights. As the largest comprehensive social service/civil rights organization in Southwestern Pennsylvania, the Urban League of Greater Pittsburgh provides services in the areas of education, health advocacy, housing, early childhood and youth development, hunger services, employment and career training and counseling, and economic empowerment.
- **The Career Development Center** - The mission of the Career Development Center is to optimize the self-sufficiency and satisfaction of its clients of all ages in their career and job transitions with respect to their life/work needs. CDC also strives to serve as a resource to employers with regard to their human resource related needs. CDC assists clients in identifying, pursuing and attaining their professional goals in the most effective manner. CDC is committed to serving the Jewish community as well as the community at large on a non-sectarian basis.
- **Pennsylvania Career Link** - If you are interested in career assistance (finding a job, looking for a better job, improving job skills) or seeking vocational rehabilitation services, CWDS enables you to search for job openings, create a résumé, apply for jobs online, research career information or request vocational rehabilitation services.





ADVERTISING PRACTICES

- When advertising for employment opportunities, Rivers Casino will advertise using typical advertising means and will include advertising in minority publications in the local market as well as Allegheny and the surrounding counties. Some of those advertising means include, but are not limited to, the following:

PRINT	RADIO
<ul style="list-style-type: none">○ The Pittsburgh Courier○ The Pittsburgh Post Gazette○ The Northside Chronicle	We plan to participate on local radio talk shows and news stations and utilize other radio sources as they present themselves.

WHAT WE LOOK FOR AT RIVERS CASINO

At Rivers Casino, we have set high standards. When recruiting new team members, we look for candidates who exhibit the following qualities, which include, but are not limited to:

- Ability to meet the minimum Casino Requirements
- Cultural Fit for Rivers Casino
- Energetic Attitude
- Professional Attire
- Polished, Clean Appearance
- Strong Interpersonal Skills
- Consistent, Engaging Eye Contact
- Excellent Guest Service Skills
- Consistent Smile

We assess the above outlined qualities through our pre-screening and interviewing process by using carefully developed questions that are divided into the following categories:

- Behavioral Based Interview Questions
- Cultural Based Interview Questions
- Personality Based Behavioral Based Interview Questions

PROJECTED CAREER OPPORTUNITIES

The estimated number of positions we will recruit for is attached hereto in Appendix – B.

Our career opportunities will exist within two employment classification exempt and non-exempt. We project our Table Game leadership positions to be classified in our exempt employment classification and our Table Game Dealers to be classified in our non-exempt classification.

Other additional opportunities are projected to consist of both exempt and non-exempt positions in a variety of yet to be finalized departments. These additional opportunities will consist of openings due to





current Team Members transferring into a career with table games as well as some additional positions created as a result to the table games expansion.

PRE-SCREENING, INTERVIEWING, CERTIFICATION PROCESS AND HIRING PROCESS

- All applications will be reviewed by Rivers Casino to ensure that all applicants meet the minimum requirements, including, but not limited to the qualities listed above in the section titled "What we look for at Rivers Casino"
- Rivers Casino will review the applications and consider the applicants for one of the above listed employment classifications.
 - Exempt or Leadership: Applicants determined to meet the minimum requirements will complete a pre-screening interview and those that qualify will be interviewed by the members in leadership in the Table Games department.
 - Non-Exempt or Dealers: Applicants determined to meet the minimum requirements will be placed into two sub categories:
 - Non-Experienced Dealers: Non-Experienced dealers will be subjected to completing a pre-screening interview, those that qualify will be interviewed by the members in leadership in the Table Games department, those that qualify will be required to attend and successfully complete a PGCB approved dealer certification program, successfully complete an audition as well as other to be determined requirements of the Pennsylvania Gaming Control Board.
 - Experienced Dealers: Experienced dealers will be subjected to completing a pre-screening interview and those that qualify will be interviewed by the members in leadership in the Table Games department, those that qualify will need to provide valid proof of their experience and successfully complete an audition as well as other to be determined requirements of the Pennsylvania Gaming Control Board.
- Once a candidate is pre-screened, interviewed and determined as qualified for employment, the candidate will be contacted by Human Resources and extended an offer contingent upon: the timely compliance and successful completion of a background investigation, pre-employment drug screening, completing the approved state requirements related to table games and obtaining and maintaining all necessary state licensing. Employment will be at-will with no contract or guarantee of continued employment at any time.
- Upon successful completion of the above mentioned requirements, each new hire will be scheduled for and attend orientation and departmental training.

Appendix – A

WINNING THROUGH DIVERSITY

Holdings Acquisition Co., L.P.

Diversity Plan

Holdings Acquisition Co, L.P. D/b/a “Rivers Casino” is committed to the principle of winning through diversity and inclusion at all levels – ownership, participation and operations and contracting.

Rivers Casino recognizes that attracting a diverse pool of talented people and retaining them in positions at all levels of the company is essential to our success. In addition, Rivers Casino believes that it must be able to contract for goods and services with diverse vendors and suppliers in order to be successful. Each component of this diversity plan (the “Diversity Plan” or “Plan”) is designed to enable Rivers Casino to reach its goal of reaching the top of the gaming industry.

DIVERSITY AND INCLUSION MISSION STATEMENT

The following mission statement summarizes Rivers Casino commitment to diversity. It will be posted in prominent places throughout the facility. It communicates the foundation of our diversity and inclusion mission to Team Members, business partners and our community:

Rivers Casino is devoted to building and nurturing a diverse and inclusive environment, and is committed to equal opportunity employment and participation by all team members in all employment classifications throughout the organization. This commitment to equal opportunities and diversity also applies to our vendors, suppliers and independent contractors.

- *We are committed to recruiting, employing, training and advancing talented people of any race, color, national origin, ancestry, sex, sexual orientation, sexual identity and expression, marital status, family status, lifestyle, age, culture, religion, military and veteran status, citizenship, or disability.*
- *We actively search for a diverse pool of candidates to provide us with a depth of talent, skills and potential to meet our goals in all employment levels of our operation.*
- *We celebrate our diversified employee base and appreciate its cooperative power as a means to meet our business goals.*
- *We are committed to offer opportunities to diverse vendors, suppliers, contractors and other service providers from throughout Allegheny County and surrounding counties to enhance the participation of such groups in the success of our facility.*
- *We require that our contractors and vendors practice equal opportunity policies when they deal with others who provide goods or services to us.*

Rivers Casino believes that when we partner with diverse persons and businesses, there are limitless opportunities to share knowledge and expertise, and to ultimately assist each other to grow and succeed.

LEADING TO WIN

A strategic plan must be driven from the highest levels of a company if the plan is to succeed. At Rivers Casino the ultimate responsibility for winning through diversity lies with the President and COO who will serve as the Chief Diversity Officer (the “Chief Diversity Officer”). The Chief Diversity Officer is responsible for strategic planning and evaluation of each department’s success in the implementation of the Diversity Plan. Rivers Casino will also have a designated diversity director (“DD” or “Diversity Director”) who will provide reports to the President and COO and operate with the authority of the President and COO to monitor the Diversity Plan and other related initiatives. The DD will be chosen annually from the members of the Diversity Task Force. The Diversity Task Force shall be comprised of Senior Team Members of the following departments: Procurement, Human Resources, Finance, Compliance and Community Relations. The Task Force will meet with the management team on a quarterly basis to ensure that Rivers Casino meets the commitments of this Diversity and Inclusion plan.

ORGANIZED TO WIN

The Diversity Director, together with the Diversity Task Force, shall serve as the monitor for accountability for Team Member’s involvement in fulfilling the company’s Diversity and Inclusion Plan.

The Diversity Task Force

The Diversity Director and Task Force duties shall include:

- Developing policy statements and diversity programs to effectuate the Diversity and Inclusion Plan.
- Developing and executing internal and external communication including:
 - The dissemination of the Diversity and Inclusion Mission Statement throughout the company as well as to business partners, prospective Team Members, Team Members, contractors and vendors.
- Identifying opportunities for improvement.
- Assisting line management in implementation of Rivers Casino Diversity and Inclusion Plan and in arriving at solutions to any perceived impediments.
- Designing and reporting information that will:
 - Measure the effectiveness of the Diversity and Inclusion Plan;
 - Identify areas with opportunities for improvement;
 - Determine the degree to which objectives have been attained;
 - Provide all required statistical reports and documentation to the Pennsylvania Gaming Control Board (the “PGCB”) as required.
- Serving as liaison between Rivers Casino and law enforcement agencies, local organizations concerned with employment opportunities for minorities and women, community action groups and community service programs.

- Performing periodic reviews of hires, promotions, terminations, job classifications, management and supervisory practices, work assignments, training, upward mobility programs, and other terms and conditions of employment as necessary, to ensure adherence to the goals of the Diversity and Inclusion Plan.
- Ensuring that the Diversity and Inclusion Plan's Mission Statement is identified and posted in Team Member areas.
- Keeping Rivers Casino management and line supervisors informed of the latest developments pertaining to diversity and monitoring best practices in diversity among gaming companies with guidance from the American Gaming Association.
- Assisting the purchasing department in fulfilling the goal of creating participation opportunities for diverse groups in the supply of goods and services to the facility.
- Assisting the purchasing department in the development of a diverse vendor and supplier data base in order to better ensure participation by minority, women, and disadvantaged business entities ("M/W/DBE's").

Developing Winning Managers and Supervisors

Rivers Casino managers and supervisors are responsible for implementation of the Diversity and Inclusion Plan and the goal of winning through diversity. The responsibilities of managers and supervisors include:

- Assisting in the identification of opportunities for improvement and the establishment of unit objectives, which will be developed and reviewed on an ongoing basis.
- Encouraging all Team Members to participate in Rivers Casino "Rivers University" Program.
- Encourage fair treatment of all Team Members and discouraging the harassment, intimidation or coercion of any Team Member.
- Encouraging all Team Members, to participate in company-provided training programs that can assist in their advancement.
- Promoting and fostering a collaborative work environment that celebrates and respects diversity.

WINNING PROGRAMS: DIVERSE TEAM MEMBERS AT ALL LEVELS OF THE COMPANY

Recruiting Practices

Rivers Casino will implement a number of concrete steps to ensure that this Plan is followed in the recruitment of team members at the Rivers Casino:

- Human Resources will notify all Managers on a regular basis of all open positions.

- A list of job openings will be distributed on a regular basis to recruitment sources with the ability to reach disadvantaged persons, community action agencies and minority sources.
- A list of job openings will be distributed on a regular basis to local colleges, universities, community colleges, trade schools and other organizations that are involved in higher education.
- Rivers Casino will also have an informational employment section on its website explaining our Diversity Mission Statement and list available job openings, and when possible links to community action agencies with which Rivers Casino have partnered.
- Available positions at Rivers Casino will be posted on our Company web-site with a brief description and minimum requirements; so that all qualified internal Team Members and qualified external applicants will have an opportunity to apply.
- When advertising for employment opportunities Rivers Casino will advertise using typical advertising means and will include advertising in minority publications in Allegheny and surrounding counties, and other publications designed to reach a diverse pool of applicants.
- Human Resources/the Diversity Director will take appropriate measures to identify and coordinate recruitment efforts with employment sources serving disadvantaged and minority persons.
- The Human Resource Department in collaboration with the Diversity Director/ Task Force will review and implement on a regular basis additional ways to improve the pool of diverse candidates for all openings.

Job Postings

All positions will be posted for a minimum of three (3) days and maintained on the Careers section of the Rivers Casino website and/or other areas of the casino.

Applicant Referral Process

- All applicants, internal and external, shall be referred to Human Resources.
- Human Resources will identify all qualified internal applicants for positions and refer them to Department Managers for consideration.
- Human Resources will identify all qualified external applicants for position openings, once the position has been posted on the company website www.theriverscasino.com for a minimum of three (3) days. All qualified applicants will be referred to Department Managers to be interviewed.

College Recruitment

The Human Resources Department will issue notices to career service departments of colleges and universities on a local, state and national level, informing them of our Diversity and Inclusion Mission Statement and initiatives to promote a diverse workforce and will inform them of River's interest in interviewing students and graduates whose educational training and background have prepared them for opportunities within our industry.

Career Fairs

Human Resources and/or the Diversity Director and Task Force members or their representatives shall attend career fairs in which minorities and females traditionally participate and distribute information which describes the job opportunities available and company sponsored training programs.

Leadership Development

Rivers Casino provides internal development opportunities for all team members as part of Rivers University. Each team member has the opportunity to continue to develop as part of their career path and succession planning for progressive responsibilities. Each Department Leader will have the responsibility to develop Team Members for advancement within the company and encourage each team member to take advantage of the necessary training that will enable them the opportunity to qualify for a current or future open position. The Vice President of Human Resources/Task Force/ Diversity Director will monitor each department to ensure that all Team Members are given the opportunity to participate in all programs for advancement.

Rivers University: Diversity Awareness Training for Team Members

As part of Rivers University's core courses, all team members will be required to complete the Diversity Awareness Training Program during employee orientation. This Diversity training will focus on building an awareness of the valued differences of fellow team members and guests. Our diversity training efforts will be designed to ensure that all team members are aware of the company's diversity philosophy, and incorporate this philosophy in their day to day practices within the workplace. In order to provide the very best guest service, it is necessary for our team members to understand the importance and have an appreciation of people's differences.

As part of River's University Management Development core courses, all managers and supervisors will be required to complete the Diversity Management Training. In addition to the management Development core courses all management will be required to undergo training that is focused on recognizing and managing individual differences of all team members and guest.

Complaint Resolution Process

Rivers Casino will encourage fair treatment of all Team Members and discourages the harassment, intimidation or coercion of any Team Member. The following process to resolve discrimination and harassment complaints will be as follows:

If an individual feels that he or she has been a victim of harassment or discrimination in any form by a manager, supervisor, co-worker, customer, client, or any other person in connection with their employment, they should notify their supervisor, or the Human Resources Department, with the alleged incident or problem immediately. If the complaint involves the team member's direct supervisor or someone in the team member's direct line of supervision they should contact the Human Resources Department. If an employee is uncomfortable with discussing this matter with the designated manager and/or supervisor or is not satisfied with the action taken by their designated manager and/or supervisor they may select to bypass these individuals, and notify the Human Resource Department immediately.

Supervisors and managers should take each complaint of harassment/discrimination seriously and should not make judgments or opinions as to the validity of the complaint. Each complaint brought to the attention of a supervisor/manager must be reported to the Human Resources Department immediately.

All allegations will be investigated by the Human Resource Department in a timely and confidential manner. They will take appropriate corrective action when warranted. Any team member, who is found, as a result of the investigation, to have engaged in harassment or discrimination is in violation of this policy, will be subject to appropriate disciplinary action, up to and including termination of employment. Retaliation in any form against any team member who exercises his or her rights to make a complaint is strictly prohibited, and will itself be cause for appropriate disciplinary action up to and including termination of employment.

WINNING PROGRAMS: DIVERSE SUPPLIERS AND VENDORS

The Director of Purchasing and the Diversity Director will share the responsibility for identifying and encouraging the participation of minority, disadvantaged, and women-owned business.

The Diversity Director/Director of Purchasing will encourage representation and participation of diverse groups in the ownership and operation of businesses that will serve the facility and provide goods and services to the facility. We are committed to procuring goods, products, and services from a diversified pool of vendors and professional service providers. Our strategy is to work with a broad range of suppliers that are competitive in quality, service, and price. All suppliers are encouraged to support diversity efforts through the use of second-tier supplier programs.

Rivers Casino will take the following actions:

- Rivers Casino will utilize the list of the minority and women's business enterprises that are pre-qualified by the Bureau of Minority and Women's Business Enterprises of the Pennsylvania Department of General Services to seek goods and services from diverse vendors.
- Rivers Casino will "partner" with local organizations within the Greater Pittsburgh Metropolitan area.
- Rivers Casino will provide a link on the company's website to assist local organizations within the greater Pittsburgh Metropolitan, and will include itemized procurement needs and provide informational assistance, such as certification requirements and certification bodies, for all vendors.

- Rivers Casino will make available on its website www.theriverscasino.com information describing procurement needs, processes and general contract information.
- Rivers Casino will participate in American Gaming Association events such as the Opportunity Expo, to find qualified and certified M/W/DBEs to conduct business.
- Rivers Casino purchasing personnel will help qualified vendors and suppliers (as defined by the Pennsylvania Department of General Services), where necessary, by providing pertinent information and feedback so that they can compete effectively on price, service and product quality.
- Rivers Casino purchasing personnel will track dollar volume and performance of suppliers and vendors and provide reports/data to the Diversity Director to monitor compliance with the Diversity Plan.
- Rivers Casino through the Diversity Director will be collecting data and issuing reports needed for periodic diversity reporting, including quarterly participation reports as defined and required by PGCB.
- Rivers Casino will be working with the Director of Purchasing/ Diversity Director on development of an M/W/DBE network and the implementation of the Diversity Plan.
- Rivers Casino purchasing personnel and internal end-users will be trained on supplier diversity policies and procedures and compliance requirements.

WINNERS NEVER QUIT: AUDIT AND REPORTING SYSTEM

At Rivers Casino we knew that we were aiming high when we set Winning through Diversity as our goal. And we know that winners cannot sit back and hope to achieve their goals. Consequently, our plan for winning includes self-scrutiny because winning means always setting the bar higher.

Internal Progress Reports

The Director of Diversity and Task Force shall monitor company progress to carry out the Diversity and Inclusion Plan. The DD/Task Force shall receive employment and procurement activity reports for each department and M/W/DBE participation reports, at a minimum on a quarterly basis. These reports shall be used to compile a periodic progress report to be submitted to the Diversity Plan Task Force for review and comments. The Task Force shall assist department managers and supervisors and project site managers by recommending specific actions.

Report of Participation

Rivers Casino shall file an annual report with the PGCB which sets forth the Company's performance in fulfilling the goals of this Diversity and Inclusion Plan. The report shall contain all of the following:

- Employment data, including information on minority and women representation in the workforce in all job classifications; averages salary ranges; and recruitment and training information, including executive and managerial level recruitment and training; and retention and outreach efforts.
- The total number and value of all contracts and/or subcontractors awarded for goods and services.
- An identification of each subcontract actually awarded to a minority or women's business enterprise under contracts containing a participation plan during each calendar quarter and the actual value of each such subcontract.
- A comprehensive description of all efforts made by the licensed entity or applicant to monitor and enforce the participation plan.
- Information on minority and women investment, equity ownership, and other ownership or employment opportunities initiated or promoted by the licensed entity.
- Other information deemed necessary or desirable by the PGCB to ensure compliance with the rules and regulations governing gaming in Pennsylvania.

Appendix - B

Position	FTE
Table Games Managers	
Table Games Supervisors	
Table Games Dealers	
Surveillance Agents	
Security Officers	
Revenue Audit Clerk	
Human Resource Coordinators	
Information Technology Support Specialists	
Cocktail Servers	
Credit Clerks	
Credit Supervisor	
Cage Cashiers	
Cage Supervisor	

Total Estimate of Table Games or expansion related employees: 458

Appendix 5.

A brief description of the economic benefits expected to be realized by the Commonwealth, its municipalities and its residents if table games are authorized at the petitioner's licensed facility. (4 Pa. C.S. §1312A(b)(5)).

Since opening in August 2009, Rivers Casino has generated approximately \$114,000,000 (through February 2010) in Gross Terminal Revenue, resulting in almost \$63,000,000 in tax revenue for the Commonwealth. Since January 1, 2010, Rivers has consistently been the top performing casino in Western Pennsylvania.

Rivers Casino has also made substantial payments to the following local entities since opening: \$2.35 million to the Sports & Exhibition Authority of Pittsburgh and Allegheny County (an additional payment in the amount of \$5.1 million will be made in April 2010); \$1.0 million to be made to the Northside Leadership Council in 2010; and \$1.0 million to be made to the Hill Section neighborhood in 2010.

As of December 31, 2009, Rivers Casino employed 1,061 team members. All of these team members – and those to be hired – enjoy employer-funded health benefits. Approximately 89% are from the local area, 23.5% are minority and 45% are women.

In addition, Rivers Casino has been a valuable and reliable source of business to local vendors in these difficult economic times. Rivers spends approximately \$REDACT million per month on goods and services from local vendors.

It is anticipated that the addition of table games will render the Rivers Casino more competitive in the regional gaming market and provide a significant added amenity for gaming patrons. Management believes that table games will be a “game changer” for Rivers Casino and, by extension, those who benefit from the casino’s operations. For example, if table games are authorized at the Rivers Casino, significant economic benefits will be realized by the Commonwealth, the City of Pittsburgh and Commonwealth residents, including direct and indirect job creation and increased tax revenue for both Pittsburgh and the Commonwealth and the resulting reduction of taxes on the Commonwealth’s citizens. As set forth more fully in Appendix 4, Rivers anticipates hiring an additional 458 team members at the casino. Again, the vast majority of these employees will be from the local area. City wage tax and state and federal taxes will be paid on these employees’ wages. Those employees will have health benefits paid by Rivers. Attached as Exhibit 5A is spreadsheet setting forth the anticipated salary wage data for dealers, supervisors and managers. It is anticipated that local vendors will be engaged to service certain gaming equipment and to supply goods in connection with the table game operation.

Finally, table games at the Rivers Casino will generate significant tax revenue for the Commonwealth and the City of Pittsburgh. Attached as Exhibit 5B is a spreadsheet setting forth the projected tax revenue to be generated by table games at Rivers Casino.

EXHIBIT 5A

REDACTED

EXHIBIT 5B

REDACTED

Appendix 6.

The details of any financing obtained or that will be obtained to fund an expansion or modification of the licensed facility to accommodate table games and to otherwise fund the cost of commencing table game operations. (4 Pa. C.S. §1312A(b)(6)).

REDACTED

Appendix 7.

Information and documentation concerning financial background and resources, as the Board may require, to establish by clear and convincing evidence the financial stability, integrity and responsibility of the petitioner. (4 Pa. C.S. §1312A(b)(7)).

REDACTED

Attached as Exhibits 7B and 7C, respectively, are Holdings Gaming Borrower, L.P.'s consolidated audited financial statements for the year ending December 31, 2008 and unaudited financial statement for the period ending December 31, 2009. The audit for 2009 is underway and the audited financial statements will be filed with the Board prior to March 31, 2010.

EXHIBIT 7A

REDACTED

EXHIBIT 7B

REDACTED

EXHIBIT 7C

REDACTED

Appendix 8.

Information and documentation, as the Board may require, to establish by clear and convincing evidence that the petitioner has sufficient business ability and experience to create and maintain a successful table game operation. In making this determination, the Board may consider the results of the petitioner's slot machine operation, including financial information, employment data and capital investment.

(4 Pa. C.S. §1312A(b)(8)).

Rivers Casino has seasoned and experienced property level management in place. That management is supported by an experienced corporate oversight team based in Chicago, Illinois, led by Neil Bluhm and Greg Carlin.

The corporate oversight team currently oversees operations at the Riverwalk Casino Hotel located in Vicksburg, Mississippi. The Riverwalk Casino Hotel operates a 25,000 sq. ft. gaming floor containing more than 800 slot machines and 18 table games as well as an 80 room hotel, various food and beverage outlets and an event center. Riverwalk has consistently been one of the top performing casinos in the Vicksburg area since opening in October 2008.

Mr. Bluhm and Mr. Carlin are also affiliated with the Fallsview Casino Resort and Casino Niagara located in Niagara Falls, Canada. Neil Bluhm currently serves as the Chairman of the Board of Falls Management Company (FMC) and he, his family and Mr. Carlin indirectly own approximately 33% of FMC. FMC developed the CDN \$1.0 billion Fallsview Casino and currently operates Fallsview Casino and Casino Niagara on behalf of the Province of

Ontario. The Fallsview Casino contains a 200,000 sq. ft. gaming floor offering more than 3,200 slot machines and 133 table games, including a Salon Privé (high-limit area), dedicated Asian Pit and Poker Room. Fallsview Casino Resort is the highest grossing casino in Ontario.

Rivers is also advised by experienced gaming counsel who are familiar with table game operations and internal controls governing such operations and state and federal laws and regulations governing such operations.

Rivers Casino Management

- *Todd Moyer – General Manager*
 - General Manager of Diamond Jo Casino in Dubuque, Iowa from 2007-2010. He successfully opened and operated a new casino and entertainment complex with 22 table games and 985 slot machines.
 - Senior Vice President of Marketing for Trump Marina Hotel & Casino in Atlantic City, NJ from 2001-2007 – 2,000 slot machines and 90 table games.
 - Todd has held senior level management positions in both Las Vegas and Atlantic City; Tropicana Casino & Resort, Hard Rock Hotel and Casino and Station Casinos.
 - Todd began his casino career in Atlantic City in 1990 with the opening of the Trump Taj Mahal – over 3,000 slot machines and 210 table games.
 - He has held key gaming licenses in NJ, NV and IA.
- *Corey Plummer – Vice President of Gaming*
 - Corey has over a decade of management experience in both property and corporate roles in domestic and international gaming markets, including three property openings and three major gaming expansion projects.
 - Vice President of Slots for Red Hawk Casino 2008 – 2009. Oversaw opening for (2100+ Slots and 80+ Table Games)

- Gaming Operations for SKYCITY Entertainment 2004 – 2007 oversaw International and VIP Table Games Operations in Australia (90+ Table Games) and New Zealand (100+ Table Games)
- Senior Gaming Manager New Zealand Gaming Operations (150+ Table Games, 2000+ slots, \$400m+ Revenue). Oversaw capitol development and strategy
- Slots Manager for Cache Creek Casino Resort 2003-2004 – Oversaw opening for Cache Creek (2500+ Slots and 120+ Table Games) and Thunder Valley Casino Resort (2000+ Slots and 80+ Table Games)
- Harrah's Entertainment, Inc. 1998 – 2001 – positions held include Casino Shift Manager, Slot Operations Manager and Strategic Projects Manager

Corporate Oversight Team

- *David Patent – Chief Operating Officer*

Mr. Patent has over eight years of senior leadership in both property and corporate settings in numerous markets: Some of his experience is:

- Vice President Operations at Harrah's East Chicago Casino 2003 to 2005 – 2,000 slots and 55 tables and 16 poker.
- Assistant General Manager at Rio All Suite Hotel & Casino, Las Vegas 2005 to 2006 – 94 tables and World Series of Poker (200+ tables)
- Flamingo Casino & Hotel 2006 to 2007 – 110 tables and 14 poker
- Vice President Enterprise Gaming for Harrah's Entertainment, Inc. overseeing strategy and revenue parent organization whose affiliates operated over 60,000 slots and 2,000 table games

- *Joseph Barrett – Director of Gaming*

- 20 years of table games experience
- 8 years as either director or vice president of table game operations. Table games leader in multiple jurisdictions including, NV, IN, IL, MO, NJ, KS, IA, NC, KS
- Casino operations manager during New York-New York Hotel &

Casino grand opening

- Served on Board of Directors, Indiana Council on Problem Gambling
- Served on Kentucky Council on Problem Gambling committee
- Facilitated annual game protection seminars for over 1,200 Atlantic City supervisors and managers
- Led successful dealer's schools at New York-New York Hotel & Casino, Harrah's Las Vegas, Harrah's East Chicago, and Horseshoe Southern Indiana.

Appendix 9.

Information and documentation, as the Board may require, to establish by clear and convincing evidence that the petitioner has or will have the financial ability to pay the authorization fee under section 1361A (relating to table game authorization fee). (4 Pa. C.S. §1312A(b)(9)).

Please see information contained at Appendix 6.

Appendix 10.

Detailed site plans identifying the petitioner's proposed table game area within the licensed facility. (4 Pa. C.S. §1312A(b)(10)).

Detailed floor plans are attached as Exhibit 10A.

EXHIBIT10A

REDACTED

Appendix 11.

If the petitioner is a Category 1 or Category 2 slot machine licensee, a waiver, on a form prescribed by the Board which is signed by the petitioner and acknowledged by each of the petitioner's principals, of the following rights arising as a result of an amendment or addition to this part that took effect at the same time as the effective date of this section:

- a. The petitioner's right under section 1209(f) (relating to slot machine license fee) or under any contract executed by the applicant and the department under section 1209(c) to receive the return of any portion of the slot machine license fee paid by the petitioner for its slot machine license; and**
- b. The petitioner's right, if any, to sue for the return of any portion of the slot machine license fee paid by the petitioner for its slot machine license pursuant to 4 Pa. C.S. §1312A(b)(11) and 4 Pa. C.S. §1315A(8).**

Attached as Appendix 11 is an executed waiver.

EXHIBIT 11A

ACKNOWLEDGEMENT AND WAIVER OF RIGHTS

Holdings Acquisition Co., L.P. (Name of slot machine licensee), and Greg Carlin (Name of Officer authorized to legally bind the slot machine licensee), on behalf of Holdings Acquisition Co., L.P. (Name of slot machine licensee) as well as its principals, owners, affiliates, officers and directors hereby acknowledge that a Table Game Operation Certificate authorized under the Pennsylvania Race Horse Development and Gaming Act, 4 Pa.C.S. §§1101, et seq. as amended, is a privilege to conduct table game operations in Pennsylvania under the purview, discretion and authorization of the Pennsylvania Gaming Control Board, and that there is no right created by State law to obtain said Table Game Operation Certificate.

Holdings Acquisition Co., L.P. (Name of slot machine licensee) further acknowledges that by petitioning for the approval a Table Game Operation Certificate, Holdings Acquisition Co., L.P. (Name of slot machine licensee) as well as its principals, owners, affiliates, officers and directors hereby knowingly waive certain rights which may otherwise arise as a result of amendments or additions to the Pennsylvania Race Horse Development and Gaming Act that took effect on January 7, 2010 as set forth below:

- (1) the right under section 1209(f) (relating to slot machine license fee) or under any contract executed by the slot machine licensee/petitioner and the Department of Revenue under section 1209(c) to receive the return of any portion of the slot machine license fee paid by the slot machine licensee/petitioner for its slot machine license;
- (2) the right, if any, to sue for the return of any portion of the slot machine license fee paid by the petitioner for its slot machine license.

4 Pa.C.S. §1312A(b) (11)

Additionally, Holdings Acquisition Co., L.P. (Name of slot machine licensee) acknowledges that should it be entitled to a return of any portion of its \$50 million slot machine license fee, a one-time slot machine license renewal fee will be assessed in an amount equal to the amount of the fee returned to the slot machine licensee as provided in 4 Pa.C.S. §1209(f) (3).

I, as an officer of the slot machine licensee, hereby certify that I am authorized on behalf of the slot machine licensee, and its principals, owners, affiliates, officers and directors, to sign this waiver and to bind the slot machine licensee to the terms and conditions of this Acknowledgement and Waiver of Rights. I further certify that I have had the opportunity to consult with counsel regarding this matter and am knowingly and voluntarily agreeing to the terms of the waiver as a condition of petitioning the Pennsylvania Gaming Control Board for the approval of a Table Game Operation Certificate pursuant to 4 Pa.C.S. Chapter 13A.

I certify that this Acknowledgement and Waiver of Rights has been presented to each of the slot machine licensee's/petitioner's principals for review and approval and that each principal has acknowledged and accepted the terms as indicated by his or her signature below.

I further certify and agree that if the slot machine licensee, on its own behalf or by and through its principals, owners, shareholders, officers and directors attempts to assert a challenge to the requirement of this waiver as a condition to receiving a Table Game Operation Certificate as provided for and required by 4 Pa.C.S. Chapter 13A and Section 1312A(b)(11), the slot machine licensee shall be responsible for indemnifying for, and holding harmless the Pennsylvania Gaming Control Board and its members, officials and employees from, all costs and expenses of litigation as well as from any claims or judgments for damages or other harm relating in any way to: the subject matter of the Acknowledgement and Waiver of Rights, the petition for a Table Game Operation Certificate, or a refund of license fees provided for under Section 1209(f) of the Pennsylvania Race Horse Development and Gaming Act, 4 Pa.C.S. §1209(f).

I am aware and agree that the failure to abide by agreements and terms of this Acknowledgement and Waiver of Rights may result in the suspension or revocation of any authorizations, permits, certificates and licenses to conduct gaming in Pennsylvania; and that false or misleading statements and representations made herein may subject myself to criminal penalties under 18 Pa.C.S. §§4902-4904.

Holdings Acquisition Co., L.P.

Name of slot machine licensee

Signature of Officer

Greg A. Carlin

Printed Name of Officer

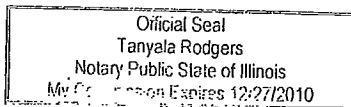
(312) 915-2882

Daytime Telephone Number

March 9, 2010

Date

Scribed and Sworn to me this 9th day of March of 2010.



Tanyala Rodgers
Notary Public

My Commission Expires on: 12/27/2010

The date and signature all principals of the slot machine licensee required to acknowledge the waiver of rights pursuant to 4 Pa.C.S. §1312A(b)(11).

See attached. / Date

/ Date

/ Date

/ Date

/ Date

Attach additional pages as necessary

Neil Bluhm 1 3/10/10 Date

Andrew G. Bluhm , 3/10/10 Date

Leslie Bluhm Date _____

_____/_____
Meredith Bluhm-Wolf Date

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Albert T. Liu Date

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David G. Patent Date

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Don H. Barden Date

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Eric C. Mogentale Date

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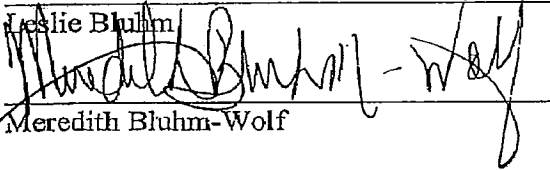
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Michelle R. Sherman Date

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Neil Bluhm Date

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Leslie Bluhm Date

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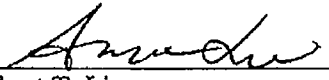
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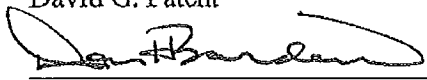
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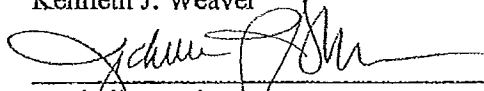
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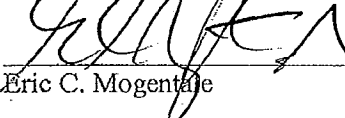
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Neil G. Bluhm / March 9, 2010 Date
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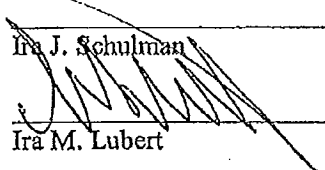
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Ira J. Schulman _____ Date _____

Mr. M. Lubert _____ Date _____

Jeffrey S. Quicksilver, 3/9/10 Date:

Joseph Richard Seibetta _____ Date _____

Kenneth J. Weaver _____ Date _____

Michelle R. Sherman _____ Date _____

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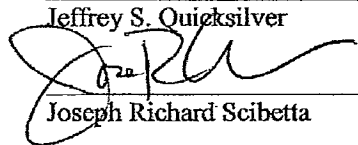
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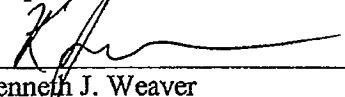
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Michelle R. Sherman Date

Appendix 12.

A description of the licensee's plan to provide training and instruction, or equivalent, for personnel that will be involved in table games pursuant to 4 Pa. C.S. §1302A(7) and 4 Pa. C.S. §1323A(a).

REDACTED

EXHIBIT 12A

REDACTED

Appendix 13.

Total anticipated investment by the licensee associated with table games (construction, renovations, etc.) and an estimate of the number of construction jobs involved. (4 Pa. C.S. §1312A(b)(12)).

1. Investment Associated with Table Games (in millions):

REDACTED

2. Construction Jobs:

Rivers Casino estimates construction jobs created from the table game build-out to be approximately 25-30.

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